

Garrett Marvin M
Form 4
May 18, 2011

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Garrett Marvin M

2. Issuer Name and Ticker or Trading Symbol
Kosmos Energy Ltd. [KOS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O KOSMOS ENERGY,
LLC, 8176 PARK LANE, SUITE
500

3. Date of Earliest Transaction
(Month/Day/Year)
05/16/2011

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
SVP, Production & Operations

(Street)
DALLAS, TX 75231

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Shares	05/16/2011		J ⁽¹⁾	1,083,147	A \$ 0 ₍₁₎ 1,083,147	I	See footnote <u>(1)</u>
Common Shares	05/18/2011		A ⁽²⁾	470,588	A \$ 0 ₍₂₎ 470,588	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Common Shares (Right to Receive)	(3)	05/18/2011		A	117,647	(4) (4)	Common Shares 117,647

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Garrett Marvin M C/O KOSMOS ENERGY, LLC 8176 PARK LANE, SUITE 500 DALLAS, TX 75231			SVP, Production & Operations	

Signatures

/s/ Phillip Feiner, as Attorney-in-Fact 05/18/2011

Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) These shares granted under the Issuer's Long Term Incentive Plan (the "Plan") are directly owned by MBG Daddyrabbit, L.P., an entity controlled by the reporting person. In connection with the Issuer's corporate reorganization and initial public offering, MBG Daddyrabbit, L.P. received 1,029,421 common shares in exchange for its vested units in Kosmos Energy Holdings and 53,726 restricted shares in exchange for its unvested profit units under the Plan. Subject to the terms of the Plan and an award agreement under the Plan, the restricted shares are scheduled to vest on December 10, 2012, which is when the exchanged profit units were scheduled to vest. The reporting person disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.
- (2) These restricted shares were granted under the Plan and are scheduled to vest 25% on each of the first four anniversaries of May 16, 2011, subject to the terms of the Plan and an award agreement under the Plan.
- (3) 1 for 1.
- (4) In connection with the offering, the reporting person acquired a contractual right to receive restricted shares under the Plan within 30 days after the Issuer's initial public offering. These restricted shares are scheduled to vest 25% on each of the first four anniversaries of May 16, 2011 based on the satisfaction of certain performance conditions, in accordance with the terms of the Plan and an award agreement to be issued under the Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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